

EXHIBIT A

**ORRICK HERRINGTON & SUTCLIFFE LLP
INVOICES FOR THE TIME PERIOD
JUNE 1, 2008 THROUGH JUNE 30, 2008**



ORRICK, HERRINGTON & SUTCLIFFE LLP
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1152 15TH STREET, NW
WASHINGTON, D.C. 20005 1706
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David Austern, Futures Claims Representative for
W.R. Grace & Co.
c/o Claims Resolution Management Corp.
3110 Fairview Park Drive, Suite 200
Falls Church, VA 22042

July 15, 2008
Client No. 17367
Invoice No. 1137274

Orrick Contact: Roger Frankel

FOR SERVICES RENDERED through June 30, 2008 in connection with
the matters described on the attached pages:

\$ 365,784.00

DISBURSEMENTS as per attached pages:

8,248.24

TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):

\$ 374,032.24

Matter(s): 17367/10, 11, 12, 13, 14, 15, 2, 7, 8, 9

DUE UPON RECEIPT

The following is for information only:

Previous Balance not included in this invoice:

\$1,884,751.28

If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2701. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

Orrick, Herrington & Sutcliffe LLP
4253 Collections Center Drive
Chicago, IL 60693
Reference: 17367/ Invoice: 1137274
E.I.N. 94-2952627
Overnight deliveries: (312) 974-1642

**ELECTRONIC FUNDS
TRANSFERS:**

Wire Transfers Only:

ABA Number 0260-0959-3
Bank of America
100 West 33rd Street, NY, NY 10001
Account of
Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
Reference: 17367/ Invoice: 1137274
E.I.N. 94-2952627

**ELECTRONIC FUNDS
TRANSFERS:**

ACH Transfers Only:

ABA Number 121-000358
Bank of America
San Francisco Main Branch
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Orrick, Herrington & Sutcliffe LLP
Account Number: 1499410382
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Orrick Contact: Roger Frankel

For Legal Services Rendered Through June 30, 2008 in Connection With:

Matter: 2 - Case Administration

05/23/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
05/27/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
05/28/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
05/29/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
05/30/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/02/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/03/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/04/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/05/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/06/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/09/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/10/08	R. Mulligan	Review Court docket; download documents and distribute.	0.10
06/26/08	D. Fullem	Review calendar of deadlines and calendar objection periods.	0.50

Total Hours 1.70

Total For Services \$338.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra O. Fullem	0.50	245.00	122.50
Risa L. Mulligan	1.20	180.00	216.00
Total All Timekeepers	1.70	\$199.12	\$338.50



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Disbursements

Court Messenger Research	1,361.00	
Document Reproduction	747.10	
Express Delivery	59.91	
Postage	4.80	
Secretarial/Staff Overtime	48.08	
Telephone	1.35	
Total Disbursements		\$2,222.24

Total For This Matter	\$2,560.74
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For Legal Services Rendered Through June 30, 2008 in Connection With:

Matter: 7 - Insurance Matters

06/03/08	D. Felder	Begin reviewing materials regarding insurance issues.	1.50
06/20/08	S. Foresta	Telephone conference with R. Frankel to discuss insurance issues (.4); begin review and analysis of information pertaining to CNA coverage (1.3); review e-mail from D. Felder re direct action filed against CNA by Libby claimants (.1); review and analyze materials relating to same (1.0).	2.80
06/20/08	R. Frankel	Telephone conferences with J. Aldock, D. Austern re insurance meeting, CNA (.5); review insurance memos (.8); telephone conference with S. Foresta re same (.4).	1.70
06/23/08	R. Wyron	Review Scotts issues on insurance (.4); attend omnibus hearing on Scotts insurance complaint and follow-up e-mails (.6); confer with R. Frankel re insurance and follow-up (.5).	1.50
06/23/08	S. Foresta	Continue analysis of information pertaining to insurance coverage provided to Grace by CNA.	2.00
06/24/08	D. Felder	Review materials regarding insurance due diligence.	1.50
06/24/08	S. Foresta	Telephone conference with R. Wyron to discuss status of matter and request additional information re CNA (.3); review and analyze e-mails forwarded by R. Wyron re various insurers' offers to settle with Grace (1.4).	1.70
06/25/08	S. Foresta	Continue review of background information re CNA coverage provided to Grace in anticipation of upcoming meeting between FCR and carrier.	1.30
06/26/08	S. Foresta	Review and analyze materials forwarded by D. Felder on CNA's coverage (1.9); discuss status of matter with R. Frankel (.4).	2.30
06/26/08	R. Frankel	Confer with S. Foresta re various insurance matters, including Scotts, CNA (.4); notes re same (.3).	0.70
		Total Hours	17.00
		Total For Services	\$13,185.00



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<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	3.00	530.00	1,590.00
Stephen G. Foresta	10.10	825.00	8,332.50
Roger Frankel	2.40	875.00	2,100.00
Richard H. Wyron	1.50	775.00	1,162.50
Total All Timekeepers	17.00	\$775.59	\$13,185.00

Disbursements

Color Document Reproduction	37.50
Document Reproduction	29.60
Telephone	0.09

Total Disbursements	\$67.19
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Total For This Matter	\$13,252.19
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For Legal Services Rendered Through June 30, 2008 in Connection With:

Matter: 8 - Litigation

06/02/08	D. Felder	Telephonic participation in omnibus hearing.	5.20
06/02/08	R. Wyron	Review pleadings on ZAI bar date issues (.4); attend EPA settlement related portions of omnibus hearing telephonically (1.4); follow-up on pending motions (.3).	2.10
06/02/08	R. Frankel	Attend Omnibus hearing in Pittsburgh.	5.70
06/02/08	R. Frankel	Prepare notes and confer with P. Lockwood re hearing during travel to DC.	1.30
06/06/08	R. Wyron	Review draft tax motions from J. Baer (.4); follow-up with C. Reynolds (.2).	0.60
06/06/08	C. Reynolds	Exchange of e-mails with R. Wyron re tax credit motion and missing Exhibit 2 (.2); begin review of materials related to research tax credit motion (1.5).	1.70
06/06/08	R. Frankel	Review motion, exhibits re settlement with IRS.	0.80
06/09/08	D. Felder	Review recently filed pleadings and draft pleadings for July omnibus hearing.	2.70
06/09/08	R. Wyron	Review e-mails on motion regarding Montana settlement re Libby (.3); review draft agenda (.2).	0.50
06/10/08	R. Wyron	Review and respond to e-mails on tax motion, and follow-up.	0.40
06/12/08	D. Felder	Telephone conference with J. Brownstein regarding tax motion (.1); e-mail correspondence with J. Baer regarding same (.1); review Montana DEQ settlement and e-mail to B. Lawrence regarding same (.3); review tax motion (.6).	1.10
06/12/08	C. Reynolds	Research R&E tax credit regs in relation to tax motion.	1.30
06/12/08	C. Reynolds	Review Exhibit 2 to the protest (obtained from Grace and not included in the motion papers).	0.40
06/12/08	R. Frankel	Review pleadings, suggested changes from PD re ZAI bar date order, publication notice, e-mails re same.	1.70
06/12/08	R. Frankel	Review issues, e-mails re tax controversy settlement.	0.50
06/13/08	A. Freidberg	Review of Stipulation.	1.20
06/13/08	D. Felder	Review Montana DEQ settlement motion (.1); conferences with B. Lawrence regarding same (.2); review due diligence regarding environmental issues (.6); e-mail to R. Wyron regarding same (.1).	1.00



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06/13/08	R. Lawrence	Review factual background on Libby site (.5); review federal settlement re Libby Site (.3); review proposed state MDEQ settlement re Libby Site (.5); prepare comments memo draft (.3); discuss results of review with D. Felder (.1); finalize comments (.1).	1.80
06/13/08	R. Frankel	Review revised ZAI bar date order, notice in final.	0.70
06/16/08	D. Felder	Review recently filed pleadings for June 23 and July 21 omnibus hearings (4.5); e-mail correspondence with M. Hurford regarding Debtors' schedules (.1).	4.60
06/16/08	R. Wyron	Review hearing agenda on pending matters and follow-up (.3); review e-mail from J. Baer and pleadings on BNSF motion, and follow-up (.6); review TDP on BNSF issue (.2).	1.10
06/16/08	R. Frankel	Review Grace pleading and exhibit re stay of NJ Dept. of Environment appeal.	0.60
06/16/08	R. Frankel	Review motion to clarify BNSF injunction, e-mails re same (.5); review motion of Debtors re settlement with Montana Dept. of Environment, stipulation (.6).	1.10
06/17/08	D. Felder	Review recently filed pleadings (1.2); e-mail to J. Biggs regarding default interest (.1); e-mail correspondence with M. Hurford regarding Debtors' schedules and review same (.5).	1.80
06/17/08	R. Wyron	Review BNSF pleadings and e-mails (.6); follow-up with D. Austern (.2); e-mails re FCR's position (.2).	1.00
06/17/08	R. Frankel	Review series of e-mails re BNSF motion.	0.40
06/18/08	A. Freidberg	Review of stipulation response.	0.10
06/18/08	D. Felder	Review pleadings for June 23 omnibus hearing (.5); review pleadings for July 21 omnibus hearing (2.3).	2.80
06/18/08	R. Wyron	Review BNSF e-mail response and follow-up.	0.20
06/19/08	R. Frankel	Review agenda in preparation for June 23 hearing; prepare notes re same.	0.40
06/23/08	R. Mulligan	Research Montana court docket for D. Felder.	0.40
06/23/08	D. Felder	Telephonic participation in omnibus hearing (1.8); e-mail correspondence with Z-Axis regarding invoices (.1).	1.90
06/23/08	R. Frankel	Review amended agenda (.2); prepare file for hearing (.2).	0.40
06/23/08	R. Frankel	Attend Omnibus Hearing in DE.	2.60
06/23/08	R. Frankel	Review e-mail memo from D. Felder re Scotts adversary proceeding (.3); confer with R. Wyron re Scotts (.2).	0.50
06/24/08	D. Felder	Review recently filed pleadings for July omnibus hearing.	0.90
06/24/08	R. Frankel	Review memo, e-mails re Scotts adversary proceeding during travel to NY.	0.70
06/26/08	D. Fullem	Research Grace docket for members of UCC for period November 2004 through January 2005; e-mail to R. Wyron with amended appointments and members of same.	0.80



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06/26/08	R. Frankel	Confer with J. Ansbro re PI estimation case (.4); prepare notes re same (.3).	0.70
06/27/08	D. Felder	Telephone conference with M. Hurford regarding updates.	0.20
06/30/08	R. Frankel	Review informal discovery request from counsel for Scotts (.5); notes re same (.2).	0.70
06/30/08	R. Frankel	Review pleadings re Debtors request to borrow against COLI policies.	0.70

Total Hours 55.30

Total For Services \$38,118.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	22.20	530.00	11,766.00
Roger Frankel	19.50	875.00	17,062.50
Alexandra G. Freidberg	1.30	340.00	442.00
Debra O. Fullem	0.80	245.00	196.00
Robert F. Lawrence	1.80	715.00	1,287.00
Risa L. Mulligan	0.40	180.00	72.00
Clayton S. Reynolds	3.40	800.00	2,720.00
Richard H. Wyron	5.90	775.00	4,572.50
Total All Timekeepers	55.30	\$689.29	\$38,118.00

Disbursements

Document Reproduction	0.40
Litigation Support	266.70
Local Taxi Expense	160.00
Out of Town Business Meals	324.04
Outside Services	316.29
Postage	4.53
Telephone	29.69
Travel Expense, Air Fare	878.50
Travel Expense, Out of Town	225.15
Total Disbursements	\$2,205.30

Total For This Matter

\$40,323.30



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July 15, 2008
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For Legal Services Rendered Through June 30, 2008 in Connection With:

Matter: 9 - Plan & Disclosure Statement

06/02/08	R. Wyron	Review additional comments on term sheet (.3); attend plan related portions of omnibus hearing telephonically (1.3); review and response to e-mail on plan issues (.3).	1.90
06/03/08	M. Wallace	Correspond with P. Lockwood and OHS team regarding conference call on term sheet comments.	0.10
06/03/08	R. Wyron	Review term sheet issues for meeting with ACC and follow-up e-mails re same (.7); begin review of draft plan (.6).	1.30
06/04/08	C. Rogers	Discuss fraudulent transfer clause with D. Felder (.2); review documents associated with guaranty agreement (.2); research law review articles on operations of proposed language (.7).	1.10
06/04/08	D. Felder	Telephone conference with M. Wallace regarding plan issues (.1); conference with R. Wyron regarding same (.2); telephone conference with C. Rogers regarding research issue and review term sheet regarding same (.3).	0.60
06/04/08	M. Wallace	Begin review of Debtors' Joint Plan.	4.20
06/04/08	M. Wallace	Conference call with P. Lockwood and J. Leisemer regarding comments to term sheets.	1.20
06/04/08	M. Wallace	Discuss schedule and next steps with R. Frankel and R. Wyron.	0.30
06/04/08	M. Wallace	Prepare debtors' plan redlines against filed and internal documents, respectively, and distribute to ACC and OHS teams.	0.30
06/04/08	M. Wallace	Discuss review of plan and related documents with D. Felder.	0.10
06/04/08	M. Wallace	Revise term sheets based on discussions with the ACC and distribute.	1.50
06/04/08	R. Wyron	Review revised term sheets (.7); call with ACC on changes to term sheets and follow-up (1.2); review draft plan from K&E (2.6).	4.50
06/04/08	R. Frankel	Review revised Term Sheets in preparation for call with P. Lockwood (.7); telephone conference with P. Lockwood, Liesemer re Term Sheets (1.2).	1.90
06/04/08	R. Frankel	Begin review of draft Plan from K&E.	1.20
06/05/08	C. Rogers	Research fraudulent transfer issues under proposed term sheet.	4.80



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06/05/08	D. Felder	Conference with R. Frankel, R. Wyron and M. Wallace regarding plan issues.	1.00
06/05/08	M. Wallace	Draft issues list for term sheet discussion and provide to OHS team for review.	1.40
06/05/08	M. Wallace	Continue and finish initial review of debtors' Plan.	5.80
06/05/08	M. Wallace	Correspond with J. Radecki regarding comments to term sheets.	0.10
06/05/08	M. Wallace	Meeting with R. Wyron, R. Frankel and D. Felder regarding initial review of plan.	1.10
06/05/08	M. Wallace	Update issues list for Plan-related issues.	0.80
06/05/08	M. Wallace	Review correspondence regarding warrant term sheet and revise accordingly.	0.20
06/05/08	R. Wyron	Complete initial review of draft plan from K&E (2.1); organize open issues list and review list from M. Wallace (.8); participate in discussions with R. Frankel, M. Wallace, and D. Felder on plan issues (1.0); follow-up notes for call with ACC on 6/6 (.6).	4.50
06/05/08	R. Frankel	Review issues list for discussion with E. Inselbuch, P. Lockwood (.6); review revised issues list and e-mails re same (.7).	1.30
06/05/08	R. Frankel	Review draft plan from K&E.	3.80
06/05/08	R. Frankel	Confer with R. Wyron, M. Wallace and D. Felder re plan issues.	1.30
06/06/08	C. Rogers	Continue research on fraudulent transfer issues.	2.30
06/06/08	D. Felder	E-mail correspondence with C. Rogers regarding research.	0.10
06/06/08	M. Wallace	Telephone call with J. Radecki regarding issues in term sheets.	0.20
06/06/08	M. Wallace	Prepare for conference call with the ACC on plan issues.	0.70
06/06/08	M. Wallace	Conference call with OHS team and ACC counsel regarding Kirkland draft of the plan and strategies for group meeting.	2.40
06/06/08	R. Wyron	Continue work on plan issues (1.6); review open items list for ACC call and meeting with K&E (.4); call with ACC counsel and follow-up (2.3); revise open items list (.2).	4.50
06/06/08	R. Frankel	Review draft plan, review blacklined version, identify major issues.	2.70
06/06/08	R. Frankel	Telephone conference with P. Lockwood, J. Liesemer, R. Wyron, M. Wallace re plan issues.	2.20
06/07/08	M. Wallace	Revise issues list and distribute internally.	0.30
06/07/08	M. Wallace	Research workers compensation issues in Sealed Air Settlement Agreement.	0.30
06/07/08	R. Frankel	Review, refine issues list (.8); identify Tier 1 issues (.6).	1.40
06/08/08	C. Rogers	Research fraudulent transfer issue (1.6); draft memorandum re same (.6).	2.20



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06/08/08	M. Wallace	Update term sheet comments and distribute.	0.90
06/08/08	M. Wallace	Update issues list and correspond with OHS team regarding same.	0.10
06/09/08	C. Rogers	Additional research on fraudulent transfer and revise memorandum.	3.60
06/09/08	D. Felder	Review research materials from C. Rogers and follow-up e-mail regarding same (.7); review plan materials (1.1).	1.80
06/09/08	M. Wallace	Telephone call with R. Frankel regarding bullet summary for E. Inselbuch.	0.10
06/09/08	M. Wallace	Review comments from R. Frankel and draft summary of issues for E. Inselbuch.	0.50
06/09/08	M. Wallace	Review correspondence regarding delivery of comments to Kirkland.	0.10
06/09/08	R. Wyron	Review e-mails to and from C. Rogers regarding research on fraudulent transfer issue and follow-up (.3); review open issues list and follow-up (.4); e-mails to and from T. Freedman re 6/11 meeting (.2).	0.90
06/09/08	R. Frankel	Review revised issues list from M. Wallace (.6); prepare bullets for primary negotiations (.6).	1.20
06/10/08	C. Rogers	Research section 548 defenses.	3.40
06/10/08	D. Felder	Telephone conference with M. Wallace regarding research issue (.1); correspondence with C. Rogers regarding same (.1); review plan documents (5.5); prepare for meeting with Debtors regarding same (.4).	6.10
06/10/08	M. Wallace	Review Sealed Air settlement provisions in preparation for meeting with Kirkland.	2.20
06/10/08	M. Wallace	Review term sheet markups and issues in preparation for meeting with Kirkland.	2.00
06/10/08	M. Wallace	Review plan markup in preparation for Kirkland meeting.	1.50
06/10/08	R. Wyron	Review memo on term sheet provisions of fraudulent transfer and follow-up (.8); review open items list for plan meeting (.6).	1.40
06/10/08	R. Frankel	Review Term Sheets, issues memo in preparation for meeting at K&E.	2.40
06/11/08	C. Rogers	Research section 548 defenses.	3.90
06/11/08	D. Felder	Conference with R. Frankel, M. Wallace, E. Inselbuch, P. Lockwood and J. Liesemer regarding plan issues (.5); conference with Debtors and ACC regarding same (7.0).	7.50
06/11/08	M. Wallace	Meeting with ACC counsel to prepare for meeting with Kirkland.	0.80
06/11/08	M. Wallace	Meeting with Kirkland and Grace regarding plan and term sheet issues.	5.80
06/11/08	M. Wallace	Meeting with ACC to discuss Kirkland presentation of issues.	0.70



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06/11/08	R. Wyron	Review e-mails on status of plan issues and meeting with Debtors, and respond.	0.40
06/11/08	R. Frankel	Confer with P. Lockwood, E. Inselbuch in preparation for meeting at K&E.	1.20
06/11/08	R. Frankel	Confer with K&E lawyers, P. Lockwood, M. Wallace, D. Felder re plan, deal issues; notes re same.	5.20
06/11/08	R. Frankel	Telephone conference with D. Austern re meeting at K&E, notes re same.	0.50
06/12/08	C. Rogers	Discussion with R. Frankel about savings clauses (.2); telephone call with D. Felder about next steps regarding guarantee agreement (.1); review materials pertaining to savings clauses and guarantee agreements (.4).	0.70
06/12/08	K. Thomas	Review e-mail from D. Felder re researching ZAI issues (.1); conference with D. Felder re same (.2)	0.30
06/12/08	D. Felder	Conference with K. Thomas regarding research (.2); e-mail correspondence regarding same (.1); review materials from plan meeting and follow-up regarding same (2.6); begin reviewing disclosure statement (.5).	3.40
06/12/08	M. Wallace	Draft summary of afternoon meeting with Kirkland and circulate internally.	0.90
06/12/08	M. Wallace	Telephone call with R. Frankel regarding afternoon portion of Kirkland meeting.	0.10
06/12/08	M. Wallace	Begin renewed review and markup of Plan.	4.70
06/12/08	R. Frankel	Telephone conference with M. Wallace re status, review e-mail re plan negotiations, notes re same.	0.70
06/12/08	R. Frankel	Confer with C. Rogers re fraudulent transfer language in plan documents, notes re same.	0.60
06/13/08	A. Englund	Begin review of Grace draft Disclosure Statement.	1.00
06/13/08	R. Frankel	Review redlined disclosure against prior filed version.	2.40
06/14/08	D. Felder	Review recently filed pleadings and default interest motion (1.4); review materials regarding bonded judgment (.2).	1.60
06/16/08	C. Rogers	Research section 548 savings clauses (1.0); draft savings clause provision (.5); draft memorandum regarding savings clauses (.8).	2.30
06/16/08	K. Thomas	Review and respond to e-mail from R. Wyron re reviewing debtors' objection on default interest.	0.10
06/16/08	D. Felder	Review due diligence materials regarding plan.	1.10
06/16/08	M. Wallace	Discuss Grace meeting with R. Wyron.	0.30
06/16/08	R. Wyron	Confer with R. Frankel, M. Wallace, and D. Felder (separate occasions) regarding plan issues and 6/11 meeting (.5); confer with R. Frankel re next steps (.2); calls with J. Radecki re plan term sheets and financial information, and follow-up (.6); review Edwards judgement information and follow-up (.5).	1.80



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06/16/08	R. Frankel	Review draft plan.	1.30
06/16/08	R. Frankel	Confer with R. Wyron re status.	0.30
06/16/08	R. Frankel	Review Debtors objection to unsecured lender claims, notice and proofs of claim re default interest.	1.60
06/17/08	C. Rogers	Research section 548 (3.7); draft and revise memorandum regarding section 548 (1.2); draft proposed contract language for Guarantee Agreement (.2).	5.10
06/17/08	K. Thomas	Legal research re estimation.	1.50
06/17/08	D. Felder	Review memo regarding default interest.	0.50
06/17/08	M. Wallace	Review correspondence regarding cooperation agreement.	0.10
06/17/08	M. Wallace	Review correspondence with client regarding BNSF motion.	0.10
06/17/08	M. Wallace	Continue review and markup of debtors' draft plan.	6.00
06/17/08	R. Wyron	Call with J. Biggs on status and lender claims, and follow-up (.6); continue review of plan documents (1.1); review memo on savings clause and follow-up (.6).	2.30
06/17/08	R. Frankel	Review plan (1.4); telephone conference with R. Wyron re next steps (.4).	1.80
06/18/08	K. Thomas	Legal research re aggregate claims and impairment (2.7); series of conferences with D. Felder re same (.3).	3.00
06/18/08	M. Wallace	Review correspondence regarding next plan meeting and respond to same.	0.10
06/18/08	M. Wallace	Continue review and revisions to Plan.	5.40
06/18/08	M. Wallace	Telephone call with R. Wyron regarding meetings for plan discussions internally and with P. Lockwood.	0.10
06/18/08	M. Wallace	Discuss default interest motion and consequences to deal if debtors lose with R. Wyron.	0.20
06/18/08	R. Wyron	Call with T. Freedman regarding plan and follow-up (.2); continue review of plan documents (1.3); review objections to lenders' claims (default interest) and review research (1.8); organize notes on open issues on plan and term sheets (.4).	3.70
06/18/08	R. Frankel	Review C. Rogers memo re fraudulent transfer "savings" clause, notes re same.	0.80
06/18/08	R. Frankel	Telephone conferences, e-mails with R. Wyron re plan issues, meetings re plan.	0.50
06/18/08	R. Frankel	Review redlined glossary of K&E against prior Orrick version.	3.20
06/19/08	K. Thomas	Review objection to proof of claim re default interest and associated pleadings (.4); discuss same with R. Wyron (.2)	0.60
06/19/08	D. Felder	Review Debtors' claim schedules (.6); review Debtors' plan (1.2); review term sheets (.8).	2.60
06/19/08	A. Englund	Review disclosure statement.	2.50
06/19/08	M. Wallace	Finish review and markup of Plan and circulate internally.	4.20



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06/19/08	M. Wallace	Review savings clause memorandum.	0.20
06/19/08	M. Wallace	Review and respond to correspondence regarding revised term sheets.	0.10
06/19/08	R. Wyron	Continue review of draft plan from K&E.	2.60
06/19/08	R. Frankel	Review draft plan from K&E, prepare notes for internal meeting.	4.70
06/20/08	K. Thomas	Prepare for meeting with R. Frankel, R. Wyron and D. Felder re ZAI claims estimation issues (1.1); conference with R. Frankel, R. Wyron and D. Felder re same (1.3).	2.40
06/20/08	K. Thomas	Organize files for various research materials re memorandums.	0.70
06/20/08	D. Felder	Conference with R. Frankel regarding plan due diligence issues (.1); research and review same and e-mail to R. Frankel, R. Wyron and S. Foresta regarding same (.6); e-mail correspondence with R. Mulligan regarding same (.1); review revised term sheets (.8); conference with R. Frankel, R. Wyron and K. Thomas regarding impairment issues (1.0).	2.60
06/20/08	M. Wallace	Begin review of revised term sheets.	0.40
06/20/08	R. Wyron	Meet with R. Frankel, D. Felder and K. Thomas on post-petition default rate interest issue and follow-up research (.8); continue work on draft plan and term sheets (2.3).	3.10
06/20/08	R. Frankel	Confer with R. Wyron re plan - insurance issues; notes re same.	0.40
06/20/08	R. Frankel	Confer with K. Thomas, D. Felder, R. Wyron re ZAI plan treatment.	1.20
06/21/08	R. Frankel	Review, prepare notes re revised term sheets - Deferred Payment, Warrant, Guarantee, Share Issuance.	3.40
06/22/08	D. Felder	Prepare for meeting on plan and term sheets.	0.60
06/22/08	R. Wyron	Continue review of draft plan from Debtors and draft term sheets (2.1); organize open items list (.7).	2.80
06/23/08	C. Clark	Telephone conference with R. Wyron and D. Felder regarding research on plan issues (.4); prepare research plan for same and begin research (.4); follow-up telephone conference with D. Felder (.2).	1.00
06/23/08	K. Thomas	Conference with D. Felder re updating summary of certain Libby indemnity claims.	0.10
06/23/08	K. Thomas	Legal research re aggregate estimation and impairment.	5.80
06/23/08	D. Felder	Conference with R. Frankel, R. Wyron and M. Wallace regarding plan and term sheets (1.1); telephone conference with R. Wyron and C. Clark regarding research issues (.5); follow-up telephone conference with C. Clark regarding same (.1).	1.70



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06/23/08	M. Wallace	Prepare comparisons of term sheets to original Kirkland drafts and review in preparation for meeting.	0.70
06/23/08	M. Wallace	Meet with D. Felder, R. Wyron and R. Frankel regarding term sheet issues.	1.30
06/23/08	M. Wallace	Meet with R. Wyron and D. Felder regarding fraudulent conveyance research and additional term sheet issues.	0.20
06/23/08	R. Wyron	Organize notes on Debtors' plan draft (.7); meet with R. Frankel, M. Wallace and D. Felder on plan and term sheet issues, and follow -up notes (1.6); review draft plan for 6/25 meeting comments, and mark-up blacklined version (1.9); confer with C. Clark on fraudulent transfer issue and follow-up (.7).	4.90
06/23/08	R. Frankel	Confer with R. Wyron, M. Wallace re Term Sheet issues, notes re same.	1.30
06/23/08	R. Frankel	Review redlined version of plan from M. Wallace during travel to/from Omnibus Hearing (DE).	3.70
06/23/08	R. Frankel	Confer with R. Wyron re hearing, strategy in connection with PI estimation hearing.	0.50
06/24/08	C. Clark	Continue researching issues relating to plan (.8); draft factual section of memorandum regarding same (.6); research treatises and case law (4.2); begin drafting analysis section of memorandum (2.5).	8.10
06/24/08	K. Thomas	Review cases from results of legal research re aggregate estimation and impairment.	5.80
06/24/08	D. Felder	Conference with R. Frankel, R. Wyron and M. Wallace regarding plan and term sheets (1.6); review criminal issues and e-mail to M. Wallace regarding same (.3); review revisions to plan (.5); telephone conference with R. Frankel, R. Wyron, M. Wallace, P. Lockwood and J. Liesemer regarding plan and term sheets (1.3); review materials in preparation for meeting with Debtors (.6); conference with K. Thomas regarding impairment research (.1).	4.40
06/24/08	A. Englund	Begin review of disclosure statement.	2.00
06/24/08	M. Wallace	Correspond with R. Frankel and R. Wyron regarding poison pill issues.	0.10
06/24/08	M. Wallace	Finish review of revised term sheets.	1.20
06/24/08	M. Wallace	Correspond with K. Milling regarding registration rights market provisions.	0.10
06/24/08	M. Wallace	Meet with R. Frankel, R. Wyron and D. Felder regarding term sheet issues, plan and meeting with Kirkland.	1.70
06/24/08	M. Wallace	Research shelf registration rights agreements.	1.10
06/24/08	M. Wallace	Prepare issues list for all hands meeting.	1.50
06/24/08	M. Wallace	Update comments to plan based on internal meeting.	2.20



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06/24/08	M. Wallace	Conference call with P. Lockwood and OHS team regarding issues for 6/25 meeting at Kirkland.	1.30
06/24/08	M. Wallace	Review preferred stock terms and summarize concerns regarding change of control issues.	0.70
06/24/08	S. Stengel	Review and analyze term sheets for deferred payments and guarantee.	0.90
06/24/08	R. Wyron	Continue review of revised drafts of plan documents (2.1); confer with R. Frankel, D. Felder and M. Wallace (various times) on term sheet issues (1.6); call with C. Lockwood on term sheet and plan issues (.9); organize materials for plan meeting (.7).	5.30
06/24/08	R. Frankel	Confer with R. Wyron, M. Wallace, D. Felder re plan issues in preparation for meeting at K&E.	1.40
06/24/08	R. Frankel	Telephone conference with P. Lockwood, R. Wyron, M. Wallace in preparation for meeting at K&E (.8); notes in preparation for meeting (.7).	1.50
06/24/08	R. Frankel	Review, edit issues list from M. Wallace (.7); review draft assignment document from K&E (during travel to NY) (.7).	1.40
06/24/08	R. Frankel	Review recent case re treatment of future asbestos claims.	0.50
06/24/08	R. Frankel	Review, prepare notes re primary open issues in preparation for meeting.	1.80
06/25/08	C. Clark	Continue drafting memorandum and researching case law (3.5); draft update e-mail to R. Wyron and D. Felder (.5); office conference with same (.2).	4.20
06/25/08	K. Thomas	Legal research re aggregate estimation and impairment (5.9); draft memorandum re same (.9)	6.80
06/25/08	D. Felder	Conference with R. Frankel, R. Wyron, M. Wallace, P. Lockwood and J. Liesemer regarding plan issues (1.0); conference with Debtors, Equity Committee and ACC regarding plan and term sheets (7.0).	8.00
06/25/08	M. Wallace	Review terms of poison pill and consider implications for Share Issuance Agreement	1.10
06/25/08	M. Wallace	Meet with debtors, ACC, and equity committee representatives regarding term sheet issues and plan comments.	4.30
06/25/08	M. Wallace	Meeting with ACC and OHS team to prepare for meeting with debtors.	1.20
06/25/08	M. Wallace	Meeting with ACC and OHS team to discuss debtors reactions to term sheet issues.	1.70
06/25/08	R. Wyron	Organize notes (.3); meet with ACC counsel to prepare for negotiation session (1.5); meet with Debtors, ACC and Equity Committee on plan drafts (6.7); organize follow-up items list (.6); confer with R. Frankel (.3).	9.40



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06/25/08	R. Frankel	Confer with Grace, K&E lawyers, R. Wyron, M. Wallace, D. Felder, P. Lockwood, Liesemer re Term Sheet, plan issues.	4.70
06/25/08	R. Frankel	Confer with R. Wyron, D. Felder re meeting (.4); notes re status (.4).	0.80
06/25/08	R. Frankel	Confer with R. Wyron, P. Lockwood, M. Wallace in preparation for meeting at K&E (1.6); prepare for meeting (.3).	1.90
06/26/08	C. Clark	Revise fact section of memorandum (.8); continue drafting analysis section (1.6).	2.40
06/26/08	K. Thomas	Draft legal memorandum re aggregate estimation and impairment.	9.20
06/26/08	M. Wallace	Correspond with R. Frankel regarding approach to subordination.	0.10
06/26/08	M. Wallace	Prepare documents and correspond with P. Lockwood regarding subordination and response to Kirkland.	0.20
06/26/08	M. Wallace	Research subordination provisions.	3.20
06/26/08	M. Wallace	Draft summary of subordination provisions.	1.50
06/26/08	M. Wallace	Discuss remaining portion of Grace meeting with R. Wyron.	0.20
06/26/08	M. Wallace	Correspond with Q. Moss regarding subordination provisions.	0.10
06/26/08	M. Wallace	Telephone call with R. Frankel regarding approach to subordination.	0.10
06/26/08	R. Wyron	Begin review of revised plan (2.6); organize notes on insurance provisions (.7); call with P. Lockwood on status and on insurance issues, and follow-up (.6); confer with R. Frankel and M. Wallace on status, and draft follow-up e-mail to T. Freedman re same (.5); review subordination provisions (.4).	4.80
06/26/08	R. Frankel	Review revised blacklined plan from M. Wallace (.9); series of e-mails re status of documents (.3).	1.20
06/26/08	R. Frankel	Review series of e-mails from M. Wallace re subordination issues (.6); telephone conference with M. Wallace re same (.2).	0.80
06/26/08	R. Frankel	Confer with D. Austern re status of plan negotiations.	1.20
06/27/08	C. Clark	Research New York case law (1.4); edit, shepardize and finalize draft memorandum (1.2); draft summarizing e-mail to D. Felder regarding research and memorandum (.2).	2.80
06/27/08	K. Thomas	Review and respond to e-mail from R. Frankel re ZAI memorandum (.1); review e-mails from R. Wyron and D. Felder re informal discovery request (.1).	0.20
06/27/08	M. Wallace	Continue research regarding subordination.	1.70



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06/27/08	M. Wallace	Correspond with Q. Moss regarding subordinated debt deals.	0.10
06/27/08	R. Wyron	Continue review of plan backup materials and notes re same (2.1); review old drafts for comments (.4); work on insurance issues (.7); call with B. Horkovich re strategy and follow-up (.8); continue work on insurance issues re plan language (.6).	4.60
06/27/08	R. Frankel	Confer with E. Inselbuch, D. Austern re plan issues.	0.60
06/29/08	M. Wallace	Correspond with R. Frankel, R. Wyron and D. Felder regarding subordination.	0.10
06/29/08	R. Wyron	Work on insurance neutrality provisions and revise draft.	1.20
06/30/08	C. Clark	Review e-mail from D. Felder regarding memorandum and draft reply to same.	0.20
06/30/08	K. Thomas	Review memorandum re Scotts adversary (.3); review notes on prior memorandum on Libby claims (.1); series of conferences with D. Felder re updating memorandum (.1); review docket and prepare summary notes of Scotts adversary (.9)	1.40
06/30/08	D. Felder	Review draft memorandum from C. Clark regarding research issue and e-mail correspondence regarding same.	0.80
06/30/08	M. Wallace	Review correspondence regarding revised Grace Plan.	0.10
06/30/08	R. Wyron	Continue work on insurance provisions of plan (3.6); review insurance analysis for insurer meeting (.8); confer with R. Frankel on open issues and strategy, and follow-up e-mail (.5).	4.90
06/30/08	R. Frankel	Confer with R. Wyron re plan issues, meeting with E. Inselbuch.	0.30
06/30/08	R. Frankel	Prepare issues list re plan.	0.60
06/30/08	R. Frankel	Review market subordination issues from M. Wallace.	1.20
06/30/08	R. Frankel	Review detailed memo from K. Thomas re treatment of ZAI claims under plan.	1.40

Total Hours 370.00

Total For Services \$239,972.00

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Charity R. Clark	18.70	440.00	8,228.00
Alyssa D. Englund	5.50	560.00	3,080.00
Debra Felder	44.40	530.00	23,532.00
Roger Frankel	76.00	875.00	66,500.00
Courtney M. Rogers	29.40	400.00	11,760.00
Scott A. Stengel	0.90	690.00	621.00
Katherine S. Thomas	37.90	470.00	17,813.00



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Timekeeper Summary	Hours	Rate	Amount
Mary A. Wallace	86.40	620.00	53,568.00
Richard H. Wyron	70.80	775.00	54,870.00
Total All Timekeepers	370.00	\$648.57	\$239,972.00

Disbursements

Document Reproduction	0.10	
Local Taxi Expense	55.00	
Out of Town Business Meals	3.66	
Parking Expense	40.00	
Telephone	20.47	
Travel Expense, Air Fare	1,216.32	
Travel Expense, Local	2.00	
Travel Expense, Out of Town	569.24	
Westlaw Research	1,608.55	
Total Disbursements		\$3,515.34

Total For This Matter	\$243,487.34
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For Legal Services Rendered Through June 30, 2008 in Connection With:

Matter: 10 - Retention of Professionals - Other

06/02/08	D. Fullem	Prepare application to employ Tre Angeli LLC, declaration of J. Radecki, notice and proposed order (2.1); prepare, review and respond re several e-mails to and from D. Felder regarding drafts of same, additional filings, motion to shorten time to respond, notice of hearing, and amended PJC application and timing for filing (.5).	2.60
06/02/08	D. Felder	Review Piper Jaffray application and conference with R. Wyron regarding same.	0.50
06/03/08	D. Fullem	Review docket and prepare update to conflict list (.8); prepare e-mail and circulate to R. Wyron and D. Felder for review (.2); prepare e-mail and send to conflicts department (.2).	1.20
06/03/08	D. Felder	Review and revise engagement letters for Piper Jaffray and Tre Angeli (1.7); begin drafting applications regarding same (2.5).	4.20
06/04/08	D. Fullem	Review and respond to e-mails from D. Felder and C. Hartman regarding filing of Tre Angeli employment application and modified PJC employment.	0.50
06/04/08	D. Felder	Continue drafting and revising applications and related pleadings regarding Piper Jaffray and Tre Angeli (8.5); e-mail correspondence with R. Wyron, J. Radecki, J. Brownstein and J. Solganick regarding same (.7); conference with R. Wyron regarding same (.2); telephone conference with J. Radecki regarding same (.1).	9.50
06/05/08	D. Felder	E-mail correspondence with D. Klauder, Piper Jaffray and Tre Angeli regarding employment applications (1.0); revise and finalize application, amendment, proposed orders and declarations (8.3).	9.30
06/05/08	R. Wyron	Finalize PJC and Tre Angeli pleadings and engagement letters.	0.80



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06/06/08	D. Felder	Telephone conferences with D. Klauder, J. Radecki and J. Brownstein regarding retention applications (.4); e-mail correspondence regarding same (.8); review and finalize amendment to Piper Jaffray application and application to employ Tre Angeli and review exhibits and proposed orders regarding same (4.5); conference with R. Wyron regarding same (.1); e-mail correspondence with J. Phillips and C. Hartman regarding same (.2); conferences with D. Spicuzza regarding filing (.2).	6.20
06/06/08	R. Wyron	Follow-up on PJC and Tre Angeli issues (.3); calls to D. Klauder (.2); follow-up with D. Felder (.2).	0.70
06/06/08	R. Frankel	Review issues, e-mails re retention of Piper and Tre Angeli.	0.50
06/09/08	D. Felder	E-mail correspondence with J. Radecki and J. Brownstein regarding applications (.1); finalize same for filing and service (1.0); e-mail correspondence to J. Baer and J. O'Neill regarding hearing date on applications (.1).	1.20
06/10/08	D. Fullem	Review and respond to e-mail from D. Felder regarding objection deadline to Tre Angeli employment; calendar same to monitor objections and prepare CNO if no objections.	0.20
06/16/08	R. Wyron	Call with J. Radecki re Piper application and US Trustee's response .	0.30
06/17/08	D. Felder	Review case law regarding indemnification (.4); review Vicorp pleadings regarding Piper Jaffray and Tre Angeli (.4).	0.80

Total Hours 38.50

Total For Services \$19,736.00

Timekeeper Summary	Hours	Rate	Amount
Debra Felder	31.70	530.00	16,801.00
Roger Frankel	0.50	875.00	437.50
Debra O. Fullem	4.50	245.00	1,102.50
Richard H. Wyron	1.80	775.00	1,395.00
Total All Timekeepers	38.50	\$512.62	\$19,736.00



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Disbursements

Document Reproduction	0.30	
Telephone	1.44	
Westlaw Research	148.25	
Total Disbursements		\$149.99

Total For This Matter	\$19,885.99
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Matter: 11 - Compensation of Professionals - Other

06/03/08	R. Wyron	Review draft Piper Jaffray and Tre Angeli engagement letters (.4); follow-up with J. Radecki (.2).	0.60
06/10/08	D. Fullem	Review and respond to e-mail from D. Felder regarding PJC and Towers Perrin fees and expenses as set forth in final report by fee auditor.	0.40
06/16/08	D. Fullem	Review proposed Order and exhibits thereto for quarterly fee applications; e-mail to D. Felder regarding item incorrect on D. Austern's fees/expenses.	0.50
06/16/08	D. Fullem	Confirm fees and expenses of FCR and his professionals are correct in Debtors' chart to quarterly fee order.	0.30
06/16/08	D. Fullem	Review and respond to e-mail from D. Felder regarding CNOs to be prepared for Tillinghast and Piper fee applications.	0.20
06/17/08	D. Fullem	Review docket to determine if any objections to Piper February fee application or Tillinghast March fee application (.2); prepare CNOs for same (.5); provide to D. Felder along with docket and notices (.2); coordinate filing and service of same (.3).	1.20
06/17/08	D. Felder	Review CNOs and conference with D. Fullem regarding same.	0.20
06/19/08	D. Fullem	E-mails to and responses from K. Boeger at Tillinghast regarding status of Jan-Mar monthly fee application filings.	0.30
06/23/08	D. Fullem	Review Tillinghast fee applications filed this year to confirm filings made correctly (.6); e-mail to K. Boeger at Tillinghast regarding correction to March fee application (.2); review March fee application and determine revisions (.4).	1.20
06/23/08	D. Fullem	Review and respond to e-mails from D. Felder regarding Z-Axis invoices, status, payment; e-mail to S. Baker in accounting regarding same.	0.30
06/24/08	D. Fullem	Review Tillinghast quarterly for Jan-Mar 2008 (.2); review filings for March (.2); confer with C. Hartman (.1); prepare notice of document filed in error (.2); confer with R. Wyron re same (.1); coordinate updated March signatures and finalize (.2).	1.00
06/24/08	D. Fullem	Follow-up with D. Felder and accounting re Z-Axis outstanding invoices and status of payments.	0.50



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06/26/08	D. Fullem	Review April invoice and fee application of Tillinghast; e-mail to K. Boeger re same.	0.50
06/26/08	D. Fullem	Discuss with R. Wyron (.2); prepare amended March fee application for Tillinghast (1.0); e-mail to C. Hartman re same and coordinate filing and service(.6).	1.80
06/26/08	D. Fullem	Review list of original signed fee app pleadings as requested by C. Hartman; assemble same; respond to C. Hartman.	0.80
06/26/08	R. Wyron	Review revised Tillinghast fee application and follow-up with D. Fullem.	0.30
06/27/08	D. Fullem	Review e-mail from C. Hartman with docket number of Tillinghast amended March fee application filing; prepare e-mail to interested parties with copy of Tillinghast's amended March fee application.	0.20
06/30/08	D. Fullem	Review and respond to e-mails from K. Boeger regarding April and May fee applications to file for Tillinghast this week.	0.50
06/30/08	D. Fullem	Review D. Austern's invoices (.5); prepare three fee applications for D. Austern for time periods March 1-31, 2008, April 1-30, 2008 and May 1-31, 2008 (1.0); prepare e-mail to D. Austern for review and approval of same (.2).	1.70

Total Hours 12.50

Total For Services \$3,596.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	0.20	530.00	106.00
Debra O. Fullem	11.40	245.00	2,793.00
Richard H. Wyron	0.90	775.00	697.50
Total All Timekeepers	12.50	\$287.72	\$3,596.50

Disbursements
Postage

1.17

Total Disbursements \$1.17

Total For This Matter \$3,597.67



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Matter: 12 - Retention of Professionals - Orrick

06/02/08	D. Felder	Review and revise supplemental disclosure.	0.10
06/02/08	R. Wyron	Review draft 2014 disclosure on K. Miyao.	0.30
06/03/08	D. Felder	Finalize supplemental disclosure (.3); e-mail correspondence with D. Fullem regarding same (.1).	0.40
06/05/08	D. Fullem	Review e-mail from R. Wyron regarding ethical wall on K. Miyao.	0.20

Total Hours 1.00

Total For Services \$546.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	0.50	530.00	265.00
Debra O. Fullem	0.20	245.00	49.00
Richard H. Wyron	0.30	775.00	232.50
Total All Timekeepers	1.00	\$546.50	\$546.50

Total-For This Matter \$546.50



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Matter: 13 - Compensation of Professionals - Orrick

06/02/08	D. Fullem	Prepare updates to fee/expense charts; forward to R. Wyron and R. Frankel for review.	0.40
06/02/08	D. Fullem	Prepare e-mail to W. Sparks at Grace regarding CNO filed on March 2008 fee application and total payment due.	0.20
06/03/08	D. Fullem	Begin preparing Orrick's Ninth Quarterly for Jan-Mar 08 time period.	1.50
06/03/08	D. Fullem	Update fee/exense spreadsheets per R. Wyron's comments.	0.40
06/04/08	R. Wyron	Review fee auditor response and follow-up.	0.30
06/05/08	D. Fullem	Review e-mails from fee auditor and R. Wyron regarding backup detail for quarterly (.3); prepare follow up e-mails regarding same (.2); telephone call with fee auditor to discuss issues and concerns, additional information needed to prepare final report (.2); review chart of airfare and send same to fee auditor with e-mail (.2); review and follow-up on specific detail on fee auditor questions regarding expenses (.3); review backup expenses on those items (.1).	1.30
06/06/08	D. Fullem	Obtain certain backup detail from L. Blackhurst in accounting (.2); review same (.3); review original fee auditor request for information (.2); prepare e-mail in follow-up response to fee auditor questions (.8).	1.50
06/10/08	D. Fullem	Review list from C. Hartman of original filings to send to her; follow-up with D. Felder.	0.50
06/10/08	D. Fullem	Begin draft of April fee application.	0.50
06/10/08	D. Fullem	Review docket to determine if fee auditor final report filed on Orrick's quarterly; telephone call to fee auditor regarding status of same.	0.20
06/10/08	R. Wyron	Review May pre-bill and provide comments.	0.70
06/12/08	D. Fullem	Review and assemble original signed fee applications and CNOs to send to C. Hartman.	0.50
06/12/08	D. Fullem	Review May prebill.	1.20
06/12/08	D. Fullem	Review R. Wyron's edits/comments to May prebill; follow-up on time entries and expenses as noted.	0.30
06/12/08	D. Fullem	Follow-up with professionals regarding breakdown of time entries.	0.10
06/12/08	D. Fullem	Continue work on draft of April fee application.	0.80
06/13/08	D. Fullem	Continue work on Orrick's ninth quarterly for Jan-Mar 08 time period.	1.50



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06/13/08	D. Fullem	Finish draft of April fee application.	0.90
06/13/08	D. Fullem	Prepare e-mail to R. Mullady with May litigation invoice for review.	0.20
06/13/08	D. Fullem	Follow-up with L. Blackhurst regarding certain credits on May prebill.	0.20
06/13/08	R. Mullady, Jr.	Review prebills for confidential information subject to redaction.	0.50
06/16/08	D. Fullem	Review fee auditor report (.5); prepare e-mails to R. Wyron and D. Felder regarding same (.5); review of backup materials and consider items in response (.8).	1.80
06/16/08	D. Fullem	Confirm fees and expenses are correct in Debtors' chart to quarterly fee order.	0.20
06/16/08	D. Fullem	Confer with R. Wyron regarding compensation comparisons with other firms to respond to fee auditor; confer with D. Spicuzza regarding review of fee applications and preparation of chart for R. Wyron; follow-up with D. Spicuzza re same.	0.70
06/16/08	R. Wyron	Review fee auditor's report (.3); calls to D. Fullem re follow-up (.2); review draft of April monthly fee application and provide comments (.4).	0.90
06/17/08	D. Fullem	Review e-mail from R. Wyron to fee auditor regarding reply to final report on Oct-Dec 07 quarterly fee application.	0.20
06/17/08	D. Fullem	Review edits made by R. Wyron and D. Felder to Orrick April fee application (.4); revise same (.5); confer with D. Felder and R. Wyron regarding charts to prepare in support of certain expenses (.2); discuss same with D. Felder (.1); review of April expense backup to continue to prepare/edit detailed summary charts on meals, hotels, air fare (1.0).	2.20
06/17/08	D. Fullem	Confer with R. Wyron regarding fee auditor's final report; follow-up on certain items to confirm correct; confer with accounting regarding certain credits; review e-mail from R. Wyron to fee auditor regarding same.	1.00
06/17/08	D. Felder	Review and revise April 2008 fee application.	0.40
06/17/08	R. Wyron	Review response from fee auditor and analyze issues.	0.30
06/18/08	D. Felder	Review fee applications.	0.50
06/19/08	D. Fullem	Prepare meal, hotel, air/train summary expense charts (1.0); prepare e-mail to R. Wyron explaining same and status of finalizing (.2).	1.20
06/20/08	D. Fullem	Prepare April fee application and related summary charts for meals, air, hotel.	3.00



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06/23/08	D. Fullem	Continue to work on meal, hotel, air/train summaries (1.4); update fee application draft for April (1.0); confer with D. Felder and R. Wyron regarding same (.2); e-mail to both and provide current versions for comment (.2).	2.80
06/23/08	R. Wyron	Attend telephonic hearing on OHS fee application and objection by Bilzin (.4) follow-up e-mails regarding OHS hotel rate issue (.2); review and revise April fee application (.6).	1.20
06/24/08	D. Fullem	Finalize April fee application for filing.	3.00
06/24/08	D. Felder	Review and revise April fee application and conferences with D. Fullem regarding same.	0.30
06/25/08	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding March and April fee applications.	0.20
06/25/08	D. Fullem	Prepare e-mail to and review response from L. Blackhurst regarding March and April invoices.	0.20
06/26/08	D. Fullem	Review and respond to e-mail from B. Ruhlander regarding March fee application.	0.20
06/26/08	D. Fullem	Review and respond to assistant to fee auditor e-mail regarding April fee application.	0.20

Total Hours 34.20

Total For Services \$10,755.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	1.20	530.00	636.00
Debra O. Fullem	29.10	245.00	7,129.50
Raymond G. Mullady, Jr.	0.50	710.00	355.00
Richard H. Wyron	3.40	775.00	2,635.00
Total All Timekeepers	34.20	\$314.49	\$10,755.50

Disbursements

Document Reproduction	29.60
Express Delivery	52.03
Postage	5.38

Total Disbursements \$87.01

Total For This Matter \$10,842.51



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Matter: 14 - Trust Distribution Procedures

06/02/08	M. Wallace	Prepare for client call on TDP issues.	1.40
06/03/08	M. Wallace	Telephone conference with D. Austern regarding issues in TDP.	1.30
06/03/08	M. Wallace	Discuss open items in TDP and drafting issues with R. Wyron.	0.30
06/03/08	M. Wallace	Review issues list in preparation for discussion with D. Austern.	0.20
06/03/08	M. Wallace	Review TDP treatment of claims by group and draft chart summarizing same.	1.70
06/03/08	M. Wallace	Discuss TDP chart with R. Wyron.	0.10
06/03/08	M. Wallace	Revise TDP based on client comments and internal discussions.	1.10
06/03/08	R. Wyron	Review comments in preparation for TDP meeting (.8); call with D. Austern on TDP issues and follow-up notes (1.1); organize comments for meeting with ACC (.4); meet with ACC counsel on TDP and follow-up notes (1.2).	3.50
06/03/08	R. Frankel	Telephone conference with D. Austern re TDP draft from ACC (1.1); notes re same (.5).	1.60
06/03/08	R. Frankel	Review TDP issues in preparation for meeting with E. Inselbuch (.6); confer with E. Inselbuch re TDP issues (1.3).	1.90
06/03/08	R. Frankel	Review chart of TDP issues post-meeting with E. Inselbuch.	0.60
06/04/08	M. Wallace	Discuss results of meeting with ACC with R. Wyron and additional changes to the TDP as a result.	0.20
06/04/08	M. Wallace	Review TDP based on discussions with R. Wyron, proof and distribute internally.	1.10
06/04/08	M. Wallace	Review correspondence regarding Grace TDP changes and distribution to the ACC.	0.10
06/04/08	R. Frankel	Review changes to TDP based on D. Austern comments, e-mails re same.	0.90
06/04/08	R. Frankel	Review 3 reports from Towers Perrin following up on May 8 meeting re payment percentage issues.	1.60
06/05/08	M. Wallace	Discuss revisions to TDP with R. Wyron and revise accordingly.	0.20
06/05/08	M. Wallace	Discuss Libby changes with R. Frankel and R. Wyron, and organize revisions to TDP based on same.	0.20
06/05/08	R. Frankel	Review further issues re TDP.	0.60



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06/06/08	R. Wyron	Review e-mail on TDP/Libby issues from E. Inselbuch and follow-up on response.	0.30
06/08/08	M. Wallace	Revise TDP to incorporate Libby provisions and review comments for distribution.	1.90
06/13/08	R. Frankel	Telephone conferences with A. McMillan, D. Austern re TDP, meeting in NY (.5); review Finch memo re TDP issues (.6).	1.10
06/13/08	R. Frankel	Review EPA release re 5-year Libby project, e-mail re same.	0.40
06/16/08	R. Frankel	Confer with R. Wyron re status of TDP issues.	0.20
06/16/08	R. Frankel	Review IRS ruling in USG re sequencing adjustment and request for ruling.	1.50
06/17/08	M. Wallace	Review correspondence regarding BNSF motion.	0.10
06/17/08	M. Wallace	Review TDP regarding indirect claimant treatment and summarize same.	0.30
06/26/08	R. Frankel	Confer with D. Austern re TDP issues in preparation for meeting with E. Inselbuch.	0.80
06/27/08	R. Frankel	Review TDP, notes in preparation for meeting with E. Inselbuch.	1.80
06/27/08	R. Frankel	Confer with E. Inselbuch, D. Austern re TDP issues.	2.60
06/27/08	R. Frankel	Confer with D. Austern post-meeting (.3); prepare notes re meeting during travel (.6).	0.90
06/30/08	M. Wallace	Review correspondence regarding ACC comments to TDP.	0.10
06/30/08	R. Frankel	Review draft notes from meeting with E. Inselbuch (.6); confer with R. Wyron re same (.3).	0.90
06/30/08	R. Frankel	Review article from D. Austern re cancer incidence from Libby vermiculite (.4); review G.U. article from D. Felder (.3).	0.70

Total Hours 32.20

Total For Services \$25,168.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Roger Frankel	18.10	875.00	15,837.50
Mary A. Wallace	10.30	620.00	6,386.00
Richard H. Wyron	3.80	775.00	2,945.00
Total All Timekeepers	32.20	\$781.63	\$25,168.50

Total For This Matter

\$25,168.50



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Matter: 15 - Travel Time (Non-Working)

06/02/08	R. Frankel	Travel to DC.	2.40
06/10/08	R. Frankel	Non-working travel.	1.80
06/11/08	D. Felder	Travel to NY from DC.	3.20
06/11/08	D. Felder	Travel to DC from NY.	4.00
06/11/08	M. Wallace	Travel from NY to DC after Kirkland meeting.	4.20
06/11/08	M. Wallace	Travel to NY for plan proponent meeting.	3.30
06/12/08	R. Frankel	Travel from NY to DC.	2.60
06/23/08	R. Frankel	Travel to/from DE (non-working).	0.80
06/24/08	R. Wyron	Travel to NY for Plan meeting.	2.20
06/24/08	R. Frankel	Travel to NY for meeting at K&E.	2.20
06/25/08	D. Felder	Travel to NY for meeting with Debtors.	3.50
06/25/08	M. Wallace	Travel to NYC for all parties meeting.	3.00
06/25/08	M. Wallace	Travel to DC from all hands meeting.	3.70
06/25/08	R. Wyron	Return to DC.	2.20
06/27/08	R. Frankel	Travel to DC from NY (non-working).	2.60

Total Hours 41.70

Total For Services \$14,367.50

<u>Timekeeper Summary</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Debra Felder	10.70	265.00	2,835.50
Roger Frankel	12.40	437.50	5,425.00
Mary A. Wallace	14.20	310.00	4,402.00
Richard H. Wyron	4.40	387.50	1,705.00
Total All Timekeepers	41.70	\$344.54	\$14,367.50

Total For This Matter \$14,367.50

***** COMBINED TOTALS *****

Total Hours	604.10	
Total Fees, all Matters		\$365,784.00
Total Disbursements, all Matters		\$8,248.24
Total Amount Due		\$374,032.24